

Hearing Date: July 13, 2012 at 10:00 a.m. (ET)  
Objections Due: July 6, 2012 at 4:00 p.m. (ET)

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*Proposed Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

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**DEBTORS' APPLICATION FOR ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF RUBENSTEIN  
ASSOCIATES, INC. AS CORPORATE COMMUNICATIONS  
CONSULTANT TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

TO THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)<sup>1</sup> hereby apply (the “Application”)<sup>2</sup> for entry of an order, under section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Whitlinger Affidavit (defined below).

<sup>2</sup> Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief requested in this Application may refer to <http://www.kccllc.net/rescap> for additional information.

Rules for the Southern District of New York (the “Local Rules”), authorizing the employment and retention of Rubenstein Associates, Inc. (“Rubenstein”) as corporate communications consultant to the Debtors. In support of the Application, the Debtors rely on, and incorporate by reference, the Affidavit of Howard Rubenstein (the “Rubenstein Affidavit”), the president of Rubenstein, attached hereto as Exhibit 1. In further support of the Application, the Debtors, by and through their undersigned counsel, respectfully represent:

### **JURISDICTION**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Bankruptcy Code section 327(a), Bankruptcy Rule 2014 and Local Rule 2014-1.

### **BACKGROUND**

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases; however, the Court has directed that an examiner be appointed.

3. On May 16, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a nine member official committee of unsecured creditors (the “Creditors’ Committee”).

4. The Debtors are a leading residential real estate finance company indirectly owned by Ally Financial Inc., which is not a Debtor. The Debtors and their non-

debtor affiliates operate the fifth largest mortgage servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on the Petition Date (the “Whitlinger Affidavit”) [Docket No. 6].

### **RELIEF REQUESTED**

5. By this Application, the Debtors seek entry of an order pursuant to Bankruptcy Code section 327(a) authorizing the employment and retention of Rubenstein as their corporate communications consultant in these Chapter 11 cases. The services to be performed by Rubenstein in these Chapter 11 cases are summarized in this Application and are described more fully in the Engagement Letter (defined below).

#### **A. Services to be Rendered**

6. Rubenstein’s services will be rendered upon the terms and conditions of an engagement letter dated as of June 21, 2012 (the “Engagement Letter”), attached hereto as Exhibit 2. In particular, the Debtors anticipate that Rubenstein will provide the Debtors with, among other services, strategic public relations advice, guidance, and media relations services relative to financial issues affecting the Debtors. Though not described in the Engagement Letter, Rubenstein has helped and will continue to help craft internal communications for the Debtors in connection with audiences important to it, including employees, customers, vendors, and other interested parties on an on-going basis as needed.

7. The Debtors and their reorganization proceedings have been the subject of media interest and scrutiny since the Petition Date. The process of addressing, responding to and

proactively engaging media reports and interest in the Debtors and their reorganization proceedings requires the assistance of media relations professionals.

**B. Qualifications of Professionals**

8. The Debtors selected Rubenstein to provide corporate communications advice and consulting services because of Rubenstein's exceptional experience in media matters relating to major companies generally, and working with companies undergoing restructuring efforts.

9. Rubenstein is a corporate communications consulting firm that has extensive experience in crisis communications involving bankruptcies. Rubenstein's broad range of services includes advising on corporate public relations and corporate communications issues and related consulting services.

10. Prior to and leading up to the Petition Date, the Debtors utilized Rubenstein to provide strategic public relations advice. In light of the size and complexity of these Chapter 11 cases, the Debtors require an experienced corporate and crisis communications advisor who is familiar with the Chapter 11 process.

11. In addition to Rubenstein's understanding of the Debtors' businesses, Rubenstein has experience working in the Chapter 11 context and has advised a number of debtors. The individuals at Rubenstein representing the Debtors, both while at Rubenstein and with prior firms, have performed services for debtors and other parties-in-interest in the following bankruptcy cases, including In re Getty Petroleum Marketing Inc., 11-15606 (SCC) (S.D.N.Y); In re Bear Island Paper Company, LLC, 10-31202 (DOT) (E.D.Vir.); In re S & A Restaurant Corp., 08-41898 (BTR) (E.D.Tex.); and In re Olympia & York Maiden Lane Co. LLC, 98-46167 (JLG) (S.D.N.Y.).

12. The Debtors believe that the retention of Rubenstein, with its specialized services and prepetition experience advising the Debtors, is crucial during these Chapter 11 cases, and thus, is essential to the Debtors' success in these Chapter 11 cases.

**C. Compensation**

13. Rubenstein intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these cases that is consistent with the proposed compensation set forth in the Engagement Letter, but subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable orders of the Court, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases M-389 (Nov. 25, 2009), and the United States Trustee Guidelines currently in effect (the "Fee Guidelines"), and any applicable orders of this Court.

14. Subject to the Court's approval and pursuant to the terms of the Engagement Letter, Rubenstein intends to charge for its professional services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered (the "Fee Structure")<sup>3</sup>. The current standard hourly rates are:

(a) President	\$750
(b) Senior Executive Vice President	\$525
(c) Executive Vice President	\$475
(d) Senior Vice President	\$425

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<sup>3</sup> Rubenstein shall file with the Court and serve upon the U.S. Trustee and the Creditors' Committee appointed in these Chapter 11 cases a notice of any changes to its hourly billing rates for personnel performing services for the Debtors.

(e) Vice President	\$375
(f) Associate Vice President	\$325
(g) Senior Account Executive	\$300
(h) Account Executive	\$275
(i) Associate Account Executive	\$250
(j) Project Assistant	\$185

15. As set forth in the Rubenstein Affidavit, the Fee Structure is reasonable and comparable to those generally charged by public relations consulting firms of similar stature to Rubenstein and for comparable engagements, both in and out of court. The Debtors believe that the Fee Structure is reasonable, market-based, and designed to fairly compensate Rubenstein for its work and to cover fixed and routine overhead expenses.

16. Rubenstein will maintain records of its services in quarter hour increments and will maintain records in support of any actual, necessary costs and expenses incurred in connection with the rendering of such services in these Chapter 11 cases and submit such records in connect with its fee requests.

17. As described more fully in the Engagement Letter, the Debtors have agreed to indemnify and hold harmless Rubenstein for any and all third party claims, actions, damages, liabilities, costs and expenses, including reasonable attorneys' fees and expenses, arising out of Rubenstein's utilization of any authorized information. However, such indemnification shall not apply to any losses, claims, damages, liability, costs or expenses Rubenstein incurs as a result of its gross negligence, bad faith, self dealing, breach of fiduciary duty or reckless or willful misconduct. All requests by Rubenstein for payment of indemnity

pursuant to the Engagement Letter shall be made by application and subject to the Court's approval.

**D. Disinterestedness of Professionals**

18. To the best of the Debtors' knowledge and except to the extent disclosed herein and in the Rubenstein Affidavit, Rubenstein is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy code section 1107, does not hold or represent an interest adverse to the Debtors' estates, and has no connection to the Debtors, their creditors, or their related parties.

19. Prior to the Petition Date, the Debtors paid Rubenstein \$150,000 on account of services rendered from February 2012 through the Petition Date. As of the Petition Date, Rubenstein did not hold a prepetition claim against the Debtors for fees or expenses related to services rendered in connection with their prepetition services.

**APPLICABLE AUTHORITY**

20. Bankruptcy Code section 327(a) provides that a debtor in possession may employ one or more professionals that do not hold or represent an interest adverse to the estate and that are disinterested persons to assist the debtor in possession in carrying out its duties under the Bankruptcy Code. 11 U.S.C. § 327(a).

21. Based upon the Rubenstein Affidavit, Rubenstein: (i) is not a creditor, an equity security holder, or an insider of any of the Debtors; (ii) is not and was not an investment banker for any outstanding security of the Debtors; (iii) has not been within three years before the Petition Date, (a) an investment banker for a security of the Debtors or (b) an attorney for such an investment banker in connection with the offer, sale or issuance of a security of the Debtors; (iv) is not and was not, within the past two years, a director, officer or employee of any

of the Debtors or of any investment banker as specified above, and (v) does not have an interest materially adverse to the interest of any of the Debtors' estates, of any class of creditors or equity security holder, by reason of any direct or indirect relationship, connection with, or interest in, any of the Debtors.

22. Accordingly, Rubenstein is a "disinterested person" as defined by section 101(14) of the Bankruptcy Code and is therefore eligible for retention by the Debtors in these cases.

23. Retaining Rubenstein to provide corporate communications consultation services is in the best interests of the Debtors and their estates. Rubenstein will provide advice and services that will enable the Debtors to tailor their media strategy and respond to media reports regarding these Chapter 11 cases in the most effective and efficient manner.

### **NOTICE**

24. Notice of this Application will be given to the following parties, or in lieu thereof, to their counsel: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Office of the United States Attorney General; (c) the Office of the New York Attorney General; (d) the Office of the United States Attorney for the Southern District of New York; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) each of the Debtors' prepetition lenders, or their agents, if applicable; (h) each of the indenture trustees for the Debtors' outstanding notes issuances; (i) Ally Financial Inc.; (j) Barclays Bank PLC, as administrative agent for the lenders under the debtor in possession financing facility; (k) Nationstar Mortgage LLC; (l) the Creditors' Committee; and (m) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

## CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court: (i) enter an order substantially in the form attached hereto as Exhibit 3, granting the relief sought herein; and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: June 26, 2012  
New York, New York

RESIDENTIAL CAPITAL, LLC,  
on behalf of itself and each of its Debtor  
subsidiaries

By: /s/ James Whitlinger  
Name: James Whitlinger  
Title: Chief Financial Officer

**EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
)

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**AFFIDAVIT OF HOWARD RUBENSTEIN IN SUPPORT  
OF DEBTORS' APPLICATION FOR ENTRY OF AN  
ORDER UNDER 11 U.S.C. § 327 AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF RUBENSTEIN ASSOCIATES, INC.**

I, Howard Rubenstein, being duly sworn, hereby deposes and says:

I am the President of Rubenstein Associates, Inc. ("Rubenstein"), a strategic communications firm with offices located at 1345 Avenue of the Americas, New York, New York 10105. I am authorized to execute this affidavit (the "Affidavit") on behalf of Rubenstein. Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth within.

1. I submit this Affidavit in support of the *Debtors' Application for an Order Authorizing the Employment and Retention of Rubenstein Associates, Inc. as Corporate Communications Consultant to the Debtors Nunc Pro Tunc to the Petition Date* (the "Application")<sup>1</sup>.

2. Rubenstein was founded in 1954 and is one of the nation's top strategic communications companies focused on providing crisis management.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall be given the meanings ascribed to them in the Application.

3. Rubenstein has provided public relations advice, guidance and media relations services to the Debtors in connection with these Chapter 11 cases.

#### **DISINTERESTEDNESS AND ELIGIBILITY**

4. In connection with its proposed retention by the Debtors in these cases, Rubenstein undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest materially adverse to the Debtors. Specifically, Rubenstein obtained from the Debtors the names of individuals and entities that may be parties-in-interest in these Chapter 11 cases (the “Potential Parties-in-Interest”) and such parties are listed on Schedule 1 annexed hereto.

5. Rubenstein does not believe that it is a “creditor” with respect to fees and expenses of any of the debtors within the meaning of section 101(10) of the Bankruptcy Code. Further, neither I nor any member of the Rubenstein engagement team serving the Debtors, to the best of my knowledge, is a holder of any outstanding debt instruments issued by the Debtors.

6. As such, to the best of my knowledge, Rubenstein is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that Rubenstein:

- (a) is not a creditor, equity security holder or insider of the Debtors;
- (b) is not and was not an investment banker for any outstanding security of the Debtors;
- (c) has not been, within three years before the date of the filing of the debtors’ Chapter 11 petitions, (i) an investment banker for a security of the Debtors (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and

(d) was not, within two years before the date of filing of the debtors' Chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specific in subparagraph (b) or (c) of this paragraph.

7. In addition, to the best of my knowledge and based upon the results of the relationship search described above and disclosed herein, Rubenstein neither holds nor represents an interest adverse to the Debtors within the meaning of section 327(a) of the bankruptcy Code.

8. Based on its review of the Potential Parties-in-Interest, Rubenstein only has existing consulting relationships with certain of the Debtors' Potential Parties-in-Interest, including J.P. Morgan Chase, Kirkland & Ellis LLP, Sidley Austin LLP, and Kramer Levin Naftalis & Frankel LLP. However, these consulting relationships do not relate in any way to the Debtors or these Chapter 11 cases, and in my opinion, do not represent an interest adverse to the Debtors' estates.

9. It is Rubenstein's policy and intent to update and expand its ongoing relationship search for additional Potential Parties-in-Interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, Rubenstein will promptly file a Bankruptcy Rule 2014(a) supplemental declaration.

10. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the applicable guidelines established by the U.S. Trustee for the Southern District of New York and the Local Rules, Rubenstein will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by Rubenstein. Rubenstein's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application.

11. The hourly rates, as provided for in the Engagement Letter and stated in the Application, are as follows:

(a) President	\$750
(b) Senior Executive Vice President	\$525
(c) Executive Vice President	\$475
(d) Senior Vice President	\$425
(e) Vice President	\$375
(f) Associate Vice President	\$325
(g) Senior Account Executive	\$300
(h) Account Executive	\$275
(i) Associate Account Executive	\$250
(j) Project Assistant	\$185

12. According to Rubenstein's books and records, during the ninety day period prior to the Petition Date, Rubenstein received \$150,000 from the Debtors for professional services performed and expenses incurred. As of the Petition Date, Rubenstein did not hold a prepetition claim against the Debtors for fees or expenses related to services rendered in connection with their prepetition services.

13. To the best of my knowledge, (a) no commitments have been made of received by Rubenstein with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and (b) Rubenstein has no agreement with any other entity to share with such entity any compensation received by Rubenstein in connection with these Chapter 11 cases.

14. Based upon the foregoing, I believe Rubenstein is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and does not hold or represent an interest materially adverse to the Debtors or their estates.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 26 day of June 2012.

/s/ Howard Rubenstein

Howard Rubenstein

SUBSCRIBED AND SWORN TO BEFORE ME this 26 day of June.

/s/ Lorraine P. Watson  
Notary Public

My Commission Expires:

September 23, 2014

Lorraine P. Watson  
Notary Public State of New York  
No. 01WA6080961  
Qualified in Bronx County  
Commission Expires September 23, 2014

**SCHEDULE 1**

**RESIDENTIAL CAPITAL, LLC ET AL.**  
**Case No. 12-12020 (MG)**

**MASTER CONFLICT LIST**

**Debtors and Subsidiaries**

ditech, LLC  
DOA Holding Properties, LLC  
DOA Properties IX (Lots-Other), LLC  
EPRE LLC  
Equity Investment I, LLC  
ETS of Virginia, Inc.  
ETS of Washington, Inc.  
Executive Trustee Services LLC  
GMAC – RFC Holding Company, LLC  
GMAC Model Home Finance I, LLC  
GMAC Mortgage USA Corporation  
GMAC Mortgage, LLC  
GMAC Residential Holding Company, LLC  
GMAC RH Settlement Service, LLC  
GMACM Borrower LLC  
GMACM REO LLC  
GMACR Mortgage Products, LLC  
HFN REO SUB II, LLC  
Home Connects Lending Services, LLC  
Homecomings Financial Real Estate Holdings, LLC  
Homecomings Financial, LLC  
Ladue Associates, Inc.  
Passive Asset Transactions, LLC  
PATI A, LLC  
PATI B, LLC  
PATI Real Estate Holdings, LLC  
RAHI A, LLC  
RAHI B, LLC  
RAHI Real Estate Holdings, LLC  
RCSFJV2004, LLC  
Residential Accredit Loans, Inc.  
Residential Asset Mortgage Products, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC  
Residential Funding Company, LLC  
Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
Residential Funding Real Estate Holdings, LLC  
Residential Mortgage Real Estate Holdings, LLC  
RFC – GSAP Servicer Advance, LLC  
RFC Asset Holdings II, LLC  
RFC Asset Management, LLC  
RFC Borrower LLC  
RFC Construction Funding, LLC  
RFC REO LLC  
RFC SFJV-2002, LLC

**Foreign Subsidiaries**

Canada Mortgage Acceptance Corporation  
Foreign Obligation Exchange, Inc. 2003-H12  
Foreign Obligation Exchange, Inc. 2003-H14  
Foreign Obligation Exchange, Inc. 2004-H11  
Foreign Obligation Export, Inc.  
GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple  
GMAC Residential Funding of Canada Limited  
GMAC-RFC (No. 2) Limited  
GMAC-RFC Auritec, S.A.  
GMAC-RFC Direct Limited  
GMAC-RFC Espana Hipotecas SL  
GMAC-RFC Europe Limited  
GMAC-RFC Holdings Limited  
GMAC-RFC Property Finance Limited  
High Street Home Loans Limited  
MCA Finance Limited  
National Guarantee plc  
Private Label Group Limited  
Private Label Mortgage Services Limited

**Officers and Directors**

Abreu, Steven M.  
Aretakis, James  
Dondzila, Catherine M.  
Fleming, Patrick  
Hamzehpour, Tammy  
Harney, Anthony J.  
Hills, Garry  
Horner, Jill M.  
III, Edward F. Smith,  
Ilany, Jonathan  
Mack, John E.  
Marano, Thomas  
Meyer, Darsi  
Nees, Louis A.  
Pensabene, Joseph A.  
Riddle, Mindy  
Strauss, Thomas M.  
Tyson, William N.  
West, Pamela E.  
Whitlinger, James  
Wilkinson, Winston Carlos

**Parties to Funding Agreements**

Ally Financial Inc (f/k/a GMAC Inc.)  
Barclays Bank PLC  
Citibank, N.A.  
Wells Fargo Bank, N.A.  
BMMZ Holdings LLC  
US Bank National Association  
Deutsche Bank Trust Company Americas

**Bondholders**

AllianceBernstein Advisors  
American Enterprise Investment Services Inc.  
Appaloosa Management L.P.  
Bank of New York Mellon, (The)/Barclays Capital - London  
Bank of Nova Scotia/CDS  
BARC/FIXED  
Barclays Capital Inc. /LE  
Berkshire Hathaway Inc.  
BlackRock Global Investors  
Charles Schwab & Co., Inc.  
CITIBK/GRP  
Citigroup Global Markets Inc.  
Citigroup Global Markets Inc. /Salomon Brothers  
Credit Suisse Securities (USA) LLC  
David Lerner Associates, Inc.  
Deutsche Bank Securities, Inc.  
E\*Trade Clearing LLC  
Edward D. Jones & Co.  
First Clearing, LLC  
First Southwest Company  
Goldman Sachs International  
Goldman, Sachs & Co.  
Interactive Brokers Retail Equity Clearing  
J.P. Morgan Clearing Corp.  
J.P. Morgan Securities LLC  
Janney Montgomery Scott Inc.  
Loomis Sayles & Company  
LPL Financial Corporation  
Merrill Lynch Safekeeping  
Morgan Stanley & Co. LLC  
Morgan Stanley Smith Barney LLC  
National Financial Services LLC  
Oppenheimer & Co. Inc.  
OptionXpress, Inc  
P. Schoenfeld Asset Management  
Paulson & Co. Inc.  
Penson Financial Services, Inc./Ridge.  
Pershing LLC  
Pentwater Capital Management  
Putnam Investment Management  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
Scottrade, Inc.  
Security Investors LLC  
Silver Point Capital, L.P.  
Stifel, Nicolaus & Company Incorporated  
Taconic Capital Advisors, L.P.  
TD Ameritrade Clearing, Inc.  
Timber Hill LLC  
UBS Financial Services LLC  
UBS Securities LLC  
Vanguard Marketing Corporation  
Western Asset Management Company

**Landlords and Tenants**

2155 Northpark Lane LLC  
2255 Partners, L.P. c/o M. David Paul Development LLC

Avenel Realty Company d / b / a Avenel at Montgomery Square  
Brandywine Cityplace LP  
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund  
Business Suites (Texas) LTD  
Center Township of Marion County  
Del Amo Financial Center, LP  
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership  
Euclid Plaza Associates, LLC  
GBM Properties, LLC  
Homeowners Alliance  
Liberty Property Limited Partnership  
National Default Servicing, LLC  
New Towne Center Inc.  
PBC San Jose, LLC  
PBC Walnut Creek, LLC  
Realty World - Graham/Grubbs and Associates  
Regus Management Group LLC  
Teachers Insurance and Annuity Association of America c/o Northmarq RES  
The Irvine Company LLC  
The Office Annex, Inc.  
Veridian Credit Union f/k/a John Deere Community Credit Union  
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites

**Parties to Litigation**

Acacia Life Insurance Company  
Allstate Bank (f/k/a Allstate Federal Savings Bank)  
Allstate Insurance Company  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York,  
Allstate Retirement Plan  
Allstate New Jersey Insurance Company  
American Heritage Life Insurance Company  
Ameritas Life Insurance Corp.  
Assured Guaranty Municipal Corp.  
Boilermaker Blacksmith National Pension Trust  
Brown County, Ohio  
Cambridge Place Investment Management Inc.  
Church-Dellinger, Victoria Jean  
Columbus Life Insurance Company  
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch  
DG Holding Trust  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Home Loan Mortgage Corporation  
Federal Housing Finance Agency  
Financial Guaranty Insurance Company  
First Colonial Insurance Company  
Fort Washington Active Fixed Income LLC  
Fort Washington Investment Advisors, Inc.  
HSH Nordbank AG  
HSH Nordbank AG, Luxembourg Branch  
HSH Nordbank AG, New York Branch

HSH Nordbank Securities S.A.  
Huntington Bancshares Inc.  
IKB Deutsche Industriebank AG  
IKB International S.A. (in Liquidation)  
Integrity Life Insurance Company  
Kennett Capital, Inc.  
Kral, Kenneth L.  
Laster, Marteal  
Massachusetts Mutual Life Insurance Company  
MBIA Insurance Corporation  
Mitchell, Ruth  
Mitchell, Steven  
National Credit Union Administration Board  
National Integrity Life Insurance Company  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Rio Debt Holdings (Ireland) Limited  
Sall, Mohammed A.  
Sealink Funding Ltd.  
State of Ohio  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
The Western and Southern Life Insurance Company  
Thrivent Balanced Fund  
Thrivent Balanced Portfolio  
Thrivent Bond Index Portfolio  
Thrivent Core Bond Fund  
Thrivent Financial Defined Benefits Plan Trust  
Thrivent Financial for Lutherans  
Thrivent Income Fund  
Thrivent Limited Maturity Bond Fund  
Thrivent Limited Maturity Bond Portfolio  
U.S. Central Federal Credit Union  
West Virginia Investment Management Board  
Western Corporate Federal Credit Union  
Western-Southern Life Assurance Company

**U.S. Trustee's Office (Region 2 Trial Attorneys)**  
Davis, Tracy Hope  
Driscoll, Michael  
Gasparini, Elisabetta  
Golden, Susan  
Khodorovsky, Nazar  
Masumoto, Brian S.  
Morrissey, Richard C.  
Nakano, Serene  
Riffkin, Linda A.  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Velez-Rivera, Andy  
Zipes, Greg M.

**Bankruptcy Judges (New York)**  
Bernstein, Stuart M.  
Chapman, Shelley C.  
Drain, Robert  
Gerber, Robert E.  
Glenn, Martin  
Gropper, Allan L.

Lane, Sean H.  
Lifland, Burton R.  
Morris, Cecelia G.  
Peck, James M.  
**District Court Judges (New York)**  
Baer, Harold  
Batts, Deborah A.  
Berman, Richard M.  
Briccetti, Vincent L.  
Buchwald, Naomi Reice  
Carter, Andrew L.  
Castel, P. Kevin  
Cedarbaum, Miriam Goldman  
Cote, Denise L.  
Crotty, Paul A.  
Daniels, George B.  
Duffy, Kevin T.  
Engelmayer, Paul A.  
Forrest, Katherine B.  
Gardephe, Paul G.  
Griesa, Thomas P.  
Haight, Charles S.  
Hellerstein, Alvin K.  
Jones, Barbara S.  
Kaplan, Lewis A.  
Karas, Kenneth M.  
Koeltl, John G.  
Marrero, Victor  
McKenna, Lawrence M.  
McMahon, Colleen  
Nathan, Alison J.  
Oetken, J. Paul  
Owen, Richard  
Patterson, Robert P.  
Pauley, William H.  
Preska, Loretta A.  
Rakoff, Jed S.  
Ramos, Edgardo  
Sand, Leonard B.  
Scheindlin, Shira A.  
Seibel, Cathy  
Stanton, Louis L.  
Stein, Sidney H.  
Sullivan, Richard J.  
Swain, Laura Taylor  
Sweet, Robert W.  
Wood, Kimba M.

**Depositing Banks**  
Ally Bank  
Bank of America, N.A.  
Bank of New York Mellon  
Citibank, N.A.  
Deutsche Bank Trust Company Americas  
JPMorgan Chase Bank, N.A.  
M&T Bank  
State Street Bank and Trust Company  
U.S. Bank National Association  
Wachovia Bank, National Association

**Consultants & Professionals**

Barclays Bank PLC  
Centerview Partners LLC  
Deloitte & Touche  
Evercore  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
Kirkland & Ellis LLP  
Kurtzman Carson Consultants LLC  
Mayer Brown LLP  
Mercer  
Nationstar Mortgage, LLC  
PricewaterhouseCoopers  
Rubenstein Associates, Inc.  
Sidley Austin LLP  
Skadden, Arps, Slate, Meagher & Flom LLP

**HELOC Investors**

5th 3rd bank  
Aurora Loan Services LLC  
Bank One, Texas N.A.  
Deutsche Bank National Trust Co.  
Everbank  
JP Morgan Chase  
Macquarie Mortgages USA Inc  
Suntrust  
The Bank of New York Mellon  
Treasury Bank, N.A.  
Us Bank, N.A.  
Wachovia Bank Na  
Wells Fargo Bank, N.A.

**Servicing Counterparties**

**Government Entities and GSEs**

Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Housing Administration (FHA)  
Federal National Mortgage Association (Fannie Mae)  
Government National Mortgage Association (Ginnie Mae)

**Housing and Local Agencies**

California Housing Finance Agency  
CitiMortgage, Inc., as administrator for Texas  
Veterans Land Board  
Connecticut Housing Finance Authority  
Delaware Housing Authority  
Hawaii Housing (Hula Mae)  
Housing Opportunities Commission of Montgomery County, Maryland  
Mississippi Home Corporation  
Neighborhood Housing Services of America and Philadelphia N.H.S.  
Oregon Housing and Community Services Department  
Redevelopment Authority of the County of Berks  
Rural Housing

The Housing and Redevelopment Authority in and for the City of Minneapolis  
The Industrial Commission of North Dakota

**Mortgage and Monoline Insurers**

The ACE Group  
Ambac  
Assured Guaranty Corp.  
Cuna Mutual Group Mortgage Insurance Company  
FGIC  
Financial Security Assurance Inc  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
General Electric Mortgage Insurance Corporation  
Genworth Mortgage Insurance Corporation  
MBIA  
Mortgage Guaranty Insurance Corp.  
PMI Mortgage Insurance Co.  
Radian Asset Assurance Inc.  
Radian Guaranty Inc.  
Republic Mortgage Insurance Company  
Triad Guaranty Insurance Corporation  
United Guaranty Residential Insurance Company

**Trustees**

Bank One, National Association  
BNY Midwest Trust Company  
Chase Bank of Texas, N.A.  
Citibank, N.A.  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
HSBC Bank USA, National Association  
JPMorgan Chase Bank, N.A.  
LaSalle Bank National Association  
Security Pacific National Company  
The Bank of New York Mellon  
U.S. Bank National Association  
US National Association  
Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Bank, National Association  
Wilmington Trust Company

**Other Counterparties to Servicing Agreements**

50 BY 50, LLC  
ABN AMRO Mortgage Croup, Inc.  
Access National Mortgage Corporation  
Ace Home Equity Loan Trust, Series 2007-SL3  
ACE Securities Corp.  
ACT Mortgage Capital  
Advantage Bank  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
Alliance Bancorp  
Alliance Securities Corp.  
Ally Bank  
Ally Financial Inc.  
Ally Investment Management LLC  
Alternative Finance Corporation  
Amalgamated Bank of New York  
American Equity Mortgage, Inc.

American Home Mortgage  
American Home Mortgage Acceptance, Inc.  
American Home Mortgage Investment Trust 2005-2  
American Home Mortgage Investment Trust 2005-  
4A  
American Home Mortgage Investment Trust 2006-2  
American Home Mortgage Investment Trust 2007-  
A  
American Home Mortgage Servicing, Inc.  
American Home Mortgage Trust 2004-4  
American Home Mortgage Trust 2005-1  
American Home Mortgage Trust 2005-2  
American Home Mortgage Trust 2005-4A  
American Residential Equities XXVII, LLC  
American Residential Equities, LLC  
Ameriquest Mortgage Company  
Andover Bank  
Arbor Commercial Mortgage, LLC  
Asset Management Holding of South Florida, LLC  
Assured Guaranty Municipal Corp  
Atlantic Financial Federal  
Audobon Savings Bank  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banc of America Funding 2005-3 Trust  
Banc of America Funding 2005-8 Trust  
Banc of America Funding 2006-1 Trust  
Banc of America Funding 2006-4 Trust  
Banc of America Funding Corporation  
Banc of America Mortgage Capital Corporation  
Bancap  
Banco Mortgage Company  
Banco Popular North America  
Bank of America, National Association  
Bank of Hawaii  
Bank One, Texas, N.A.  
Bank Rhode Island  
Bank United, FSB  
Bankatlantic, A Federal Savings Bank  
Bankers Saving  
Bankers Trust Company  
Banknorth Mortgage  
Bay Atlantic Federal Credit Union  
Bay Financial Savings Bank, FSB  
Bayrock Mortgage Corporation  
Bayview Acquisitions, LLC  
Bayview Financial Asset Trust  
Bayview Financial Property Trust  
Bayview Financial Securities Company, LLC  
Bayview Financial Trading Group, L.P.  
Bayview Financial, L.P.  
Bear Stearns Asset Backed Securities I, LLC  
Bear Stearns Mortgage Capital Corporation  
Bear Stearns Second Lien Trust 2007-1  
Bear Stearns Second Lien Trust 2007-SV1  
Bell Federal Savings and Loan Association  
BellaVista Funding Corporation  
Belvedere Trust Finance Corporation  
Bluebonnet Savings Bank FSB  
BMMZ Holdings LLC  
Broadway Federal Bank, FSB  
Brothers Bank, FSB  
Butte Savings and Loan Association  
Caliber Funding, LLC  
California Banking Association  
California Federal Bank, FSB  
California Public Employees' Retirement System  
Cambridge Place Collateral Management LLC  
Canada Mortgage Acceptance Corporation  
Capital Crossing Bank  
Capitol Federal Savings and Loan Association  
Capstead Mortgage Corporation  
CDC Mortgage Capital Inc. (Natixis)  
Cenfed Bank, a Federal Savings Bank  
Cenlar FSB  
CenterState Bank of Florida, N.A.  
Central Bank of Jefferson County, Inc.  
Century Bank, FSB  
CFX Bank  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Chase Manhattan Mortgage Corporation  
Chemical Mortgage Company  
Citi Financial Mortgage Co., Inc  
Citibank (West), FSB  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.  
CitiMortgage, Inc.  
Citizens Bank of Connecticut  
Citizens Bank of Massachusetts  
Citizens Bank of New Hampshire  
Citizens Bank of Pennsylvania  
Citizens Bank, N.A.  
Citizens Federal Bank, FSB  
Clayton Fixed Income Services Inc.  
Clayton National, Inc.  
CMC Investment Partnership  
Coastal Banc Capital Corporation  
Coastal Banc SSB  
Coastal States Mortgage Corporation  
Collective Federal Savings Bank  
Colonial Mortgage Service Company  
Comerica Bank  
Community Lending, Incorporated  
Communityone Bank, N.A.  
ComUnity Lending, Incorporated  
Copperfield  
Core, Cap Inc.  
Corona Asset Management III, LLC  
Countrywide Bank, N.A.  
Countrywide Home Loans Servicing, LP  
Countrywide Home Loans, Inc.  
Credit Suisse First Boston Mortgage Securities  
Corp.  
CSX  
CTCE Federal Credit Union  
CTX Mortgage Company, LLC  
DB Structured Products, Inc.  
Deutsche Alt-A Securities, Inc.  
Deutsche Bank AG New York Branch

Deutsche Mortgage Securities, Inc.	FPA Corporation
DLJ Mortgage Acceptance Corp.	Franklin Bank, SSB
DLJ Mortgage Capital, Inc.	Franklin Credit
Dollar Bank, FSB	Franklin Credit Management Corporation
Drawbridge Consumer Funding Ltd	Gateway Credit Union
Dynex Securities Corporation	Gateway Funding Diversified Mortgage Services, LP
E*Trade Bank	GE Capital Consumer Card Co.
E*Trade Mortgage	GE Mortgage Services, LLC
E*Trade Wholesale Lending Corp.	Geneva Mortgage Corporation
EAB Mortgage Company, Inc.	Germantown Savings Bank
EMC Mortgage Corporation	Gibraltar Savings Association
Empire Mortgage X, Inc.	Ginn Financial Services, LLC
Encore Bank and National Association	Goldman Sachs Mortgage Company
Encore Savings Bank	Gonzalo Residential Asset Trust
Erie Savings Bank	Great American First Savings Bank
Eurekabank	Great American Savings Bank
EverBank	Green Planet Servicing, LLC
Fairbanks Capital Corp.	Green Tree Servicing LLC
Fairfax Savings Bank	GreenPoint Mortgage Funding Trust 2005-HE4
Family Bank, FSB	GreenPoint Mortgage Funding Trust 2006-HE1
Family Lending Services, Inc.	GreenPoint Mortgage Funding, Inc.
FBS Mortgage Corporation	Greenwich Capital Acceptance, Inc.
Federal Home Loan Bank of Atlanta	Greenwich Capital Financial Products, Inc.
Federal Trust Bank, FSB	Greenwich Universal Portfolio
Fidelity Federal Bank	GS Mortgage Securities Corp.
Fidelity Savings and Loan	GSAA Home Equity Trust 2005-9
Fifth Third Bank	GSMPS Mortgage Loan Trust 2005-LT1
Financial Asset Securities Corp.	GSR Mortgage Loan Trust 2006-AR2
First Bank Incorporated	GSR Trust 2007-HEL1
First Bank, Inc.	Guardian Savings Bank
First Cap Holdings, Inc.	Hanover Capital Mortgage Holdings, Inc.
First Citizens Bank and Trust Company	HarborView Mortgage Loan trust 2004-10
First Citizens Mortgage Company	Healthcare Employees Federal Credit Union
First Community Bank N.A.	Home Equity Loan Trust 2005-HS2
First Federal of Michigan	Home Equity Loan Trust 2006-HSA2
First Federal Savings and Loan Association of Storm Lake	Home Equity Loan Trust 2006-HSA3
First Guaranty Mortgage Corporation	Home Equity Loan Trust 2006-HSA5
First Horizon Home Loan Corporation	Home Equity Loan Trust 2007-HSA1
First Indiana Bank	Home Equity Loan Trust 2007-HSA3
First Internet Bank of Indiana	Home Federal Savings & Loan Association of Rome, Ga.
First Massachusetts Bank, N.A.	Home Loan Corporation
First National Bank and Trust Company	Home Loan Series 09-2028
First National Bank of Arizona	HomeBanc Mortgage
First National Bank of El Dorado	HomEq Servicing Corporation
First Nationwide Mortgage Corporation	Horsham Funding Inc.
First NLC	HSI Asset Securitization Corporation
First Rate Capital Corporation	Hudson & Keyse, LLC
First Savings Mortgage Corporation	Hudson City Savings Bank
First Tennessee Bank National Association	Huntington Federal Savings & Loan Association
First Tennessee Capital Assets Corporation	Hyperion Capital Group LLC
First Trust Savings Bank	IMPAC CMB Trust Series 2005-6
First Union National Bank	IMPAC Funding Companies
First-Citizens Bank & Trust Company	IMPAC Funding Corporation
Firstrust Bank	IMPAC Mortgage Holdings, Inc.
Fleet National Bank	IMPAC Secured Assets Corp.
Flex Point Funding Corporation	Imperial Credit Industries, Inc.
Flick Mortgage Investors, Inc.	Independent Bank East Michigan
FNBA	IndyMac Bank, FSB (now OneWest Bank, FSB)
Fortress Credit Corp.	

IndyMac MBS, Inc.  
IndyMac Mortgage Holdings, Inc.  
ING Bank, FSB  
Investment Capital Group  
Irwin Union Bank and Trust Company  
Ixis Real Estate Capital Inc  
Jackson Federal Bank  
Just Mortgage, Inc.  
Kaiser Federal Bank  
Keystone Nazareth Bank & Trust Company  
Kidder Peabody Mortgage Capital Corporation  
Lacera  
Lebank  
Lehman Brothers Bank, FSB  
Lehman Brothers Holdings Inc.  
Lehman Capital, a division of Lehman Brothers Holdings Inc.  
Liberty Home Lending, Inc.  
Liberty Savings Bank, FSB  
Linden Assemblers Federal Credit Union  
Litton Loan Servicing, LP  
LNV Corporation  
Loan Center of California  
Loan Link Financial Services  
Local #38 and Associates Credit Union  
Lomas Mortgage USA, Inc.  
Los Angeles County Employees Retirement Association  
Los Angeles Federal Savings  
LPP Mortgage Ltd.  
Luminent Mortgage Capital, Inc.  
Lydian Private Bank  
Macquarie Mortgage Funding Trust 2007-1  
Macquarie Mortgages USA, Inc.  
MAIA Mortgage Finance Statutory Trust  
Marine Bank  
Market Street Mortgage Corporation  
Massachusetts Mutual Life Insurance Co.  
Matrix Capital Bank  
MB Financial Bank N.A.  
Medway Savings Bank  
Mellon Bank  
Mellon/McMahon Real Estate Advisors Inc.  
Merck Sharp & Dohme Federal Credit Union  
Mercury Mortgage Finance Statutory Trust  
Meridian Mortgage Corporation  
Merrill Lynch Bank & Co.  
Merrill Lynch Hunton Paige  
Merrill Lynch Mortgage Capital Inc.  
Merrill Lynch Mortgage Holdings, Inc.  
Merrill Lynch Mortgage Investors, Inc.  
Merrill Lynch Mortgage Lending, Inc.  
Metlife Bank, N.A.  
Metrocities Mortgage Corp., LLC  
Metropolitan Life Insurance Company  
Mid America Bank, FSB  
MidFirst Bank  
Midland Financial Savings and Loan Association  
Mint I, LLC  
Mint II, LLC  
Money Bank Investment Corporation  
Monterey I Holdings  
Morgan Stanley Capital I Inc.  
Morgan Stanley Mortgage Capital Inc.  
Morgan Stanley Mortgage Loan Trust 2005-3AR  
Mortgage Asset Securitization Transactions, Inc.  
Mortgage Asset Securitization Trust  
Mortgage Interest Networking Trust II  
Mortgage Investors Corporation  
MortgageIT Holdings Inc.  
MortgageIT Securities Corp.  
MortgageIT Trust 2005-4  
MortgageIT, Inc  
MRF 3 LLC  
Mrit Securities Corporation  
Mutual Savings & Loan Association of Charlotte, N.C.  
Mutual Savings Bank  
National Bank of Commerce  
NETBANK  
Network Funding L.P.  
Neuwest Equity Partners  
New Century Mortgage Securities, Inc.  
New Cumberland Federal Credit Union  
New Penn Financial, LLC  
New York Life Insurance and Annuity Corporation  
New York Life Insurance Company  
Nomura Asset Acceptance Corporation  
Nomura Credit & Capital, Inc.  
Nomura Home Equity Loan, Inc.  
North Jersey Federal Credit Union, Inc.  
Northwest Funding, Inc.  
Northwestern National Bank of Minneapolis  
Norwest Bank Minnesota, National Association  
Norwest Mortgage, Inc.  
Ocwen Federal Bank FSB  
Ocwen Loan Servicing, LLC  
Ohio Savings Bank  
Opteum Financial Services, LLC  
Option One Mortgage Corporation  
Paine Webber Real Estate Securities Inc.  
Parkside Lending, LLC  
Parkvale Savings Bank  
Paul Financial, LLC  
People Savings Bank, Inc., SSB  
Peoples Heritage Savings Bank  
PHH Mortgage  
Philadelphia Federal Credit Union  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.  
PMC Bancorp  
PNC Bank, N.A.  
PNC Mortgage Securities Corp.  
Pomona First Federal Bank and Trust  
Principal Asset Markets, Inc.  
Principal Bank  
Principal Mutual Life Insurance Company  
Private Capital Group  
Quaker City Bank

Quicken Loans Inc.  
RBS Citizens, National Association  
Real Time Resolutions, Inc.  
Real Time Solutions  
Realty Mortgage Corporation  
Redlands Federal Bank, FSB  
Redwood Trust, Inc.  
Reliance Federal Credit Union  
Residential Mortgage Assistance Enterprise, LLC  
Resolution Capital Advisors, LLC  
Ridgewood Savings Bank  
Riggs Bank N.A.  
Rochester Community Savings Bank  
Roosevelt Management Company, LLC  
RWTH Holdings, Inc.  
Ryland Acceptance Corporation Four  
SACO I Trust 2005-GP1  
SACO I Trust 2006-8  
Salomon Brothers Realty Corp.  
Saxon Mortgage Funding Corporation  
Sea Breeze Financial Services, Inc.  
Sebring Capital  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Select Portfolio Servicing Inc.  
Sequoia Funding Trust  
Sequoia Residential Funding, Inc.  
Shearson Lehman Government Securities, Inc.  
Shellpoint Mortgage LLC  
Sierra Pacific Mortgage, Inc  
Silver State Financial Services, Inc.  
Silverage Bank  
Skyline Financial Corp.  
SMFC Funding Corporation  
SN Servicing Corporation  
SNBOA, LLC  
Southbank  
Southern Pacific Thrift and Loan Association  
SouthStar Funding, LLC  
Southwest Savings and Loan Association  
Sovereign Bank, FSB  
Specialized Loan Servicing LLC  
St. Paul Federal Bank for Savings  
Stanwich Mortgage Acquisition Company, LLC  
Sterling Savings Bank  
Steward Financial, Inc.  
Stonebridge Bank  
Structured Asset Mortgage Investments II Inc.  
Structured Asset Mortgage Investments, Inc.  
Structured Asset Securities Corporation  
Structured Mortgage Investments II Inc.  
Summit Savings & Loan Association  
Suntrust Asset Funding, LLC  
Superior Bank  
Susquehanna Bank  
Syncora Guarantee Inc.  
Taylor, Bean Whitaker  
TCF National Bank  
TCIF, LLC  
TeleBank  
Terwin Advisors LLC  
Terwin Mortgage Trust 2006-6  
Terwin Securitization LLC  
The Canada Trust Company  
The Chase Manhattan Bank  
The First Boston Corporation  
The First National Bank of Glens Falls  
The Frost National Bank  
The Mortgage Store Financial, Inc.  
The New York Mortgage Company, LLC  
The Travelers Indemnity Company  
The Winter Group  
Treasury Bank, N.A.  
Tri Counties Bank  
Tri Country Area Federal Credit Union  
Truman Capital Securitization LLC  
UBS Real Estate Securities Inc.  
UBS Warburg Real Estate Securities Inc.  
UBS Warburg, LLC  
United Capital Mortgage, LLC  
United Federal Savings Bank  
United Financial Mortgage Corporation  
United Savings Association of Texas, FSB  
Unity Bank  
Universal Master Servicing, LLC  
US Bank Home Mortgage  
USAA Federal Savings Bank  
Valley Independent Bank  
Vermont Mortgage Group, Inc.  
Wachovia Bank, National Association  
Wachovia Mortgage Corporation  
Walter Mortgage Company  
Washington Mutual Bank  
Washington Mutual Mortgage Securities Corp.  
Webster Bank  
Western Financial Savings Bank, FSB  
WestStar Mortgage, Inc.  
Wilshire Credit Corporation  
Winter Group  
Witmer Funding LLC  
WMCC Clayton / Washington Mutual Bank  
WMD Capital Markets, LLC

**Utilities**

Abovenet Communications Inc.  
AT&T  
AT&T Mobility  
Center Point Energy  
CenturyLink  
Cisco Systems Capital Corporation  
City of Eden Prairie  
Comcast  
Dish Network  
Genesys Conferencing  
Global Capacity Group Inc.  
IEX Corporation  
Inova Solutions  
Intercall  
Intervoice Inc.

Level 3 Communications LLC  
MediaCom  
Micro-Tel Center  
MidAmerican Energy  
Sprint  
Time Warner Cable  
Time Warner Telecom  
Verizon  
Verizon Business  
Verizon California  
Verizon Wireless  
Waste Management  
Waterloo Water Works  
Xcel Energy

West Virginia Investment Management Board  
Western & Southern

**Members of the Creditors' Committee**

Allstate Life Insurance Company  
AIG Asset Management (U.S.), LLC  
The Bank of New York Mellon Trust Company,  
N.A.  
Deutsche Bank Trust Company Americas  
Drennen, Rowena L.  
Financial Guaranty Insurance Company  
MBIA Insurance Corporation  
U.S. Bank National Association  
Wilmington Trust, N.A.

**Consolidated Top 50 Creditors**

Aegis Usa Inc.  
Alan Gardner  
Allstate Insurance  
Ambac Assurance Corp  
Assured Guaranty Corp.  
BNYMellon  
Boilermaker Blacksmith National Pension Trust  
Brian Kessler, et al  
Cambridge Place Investment Management Inc.  
Credstar  
Deutsche Bank AG, New York  
Deutsche Bank Trust Company Americas  
Don E. Diane M. Patterson  
Donna Moore  
Emortgage Logic  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Housing Finance Agency  
Financial Guaranty Insurance Co.  
Huntington Bancshares Inc.  
Indecomm Global Services  
Iowa Public Employees Retirement System  
Lehman Brothers Holdings, Inc.  
Loan Value Group  
Massachusetts Mutual Life Insurance Company  
MBIA, Inc.  
Midwest Operating Engineers Pension Trust Fund  
National Credit Union Administration Board  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Orange County Employees Retirement System  
Police and Fire Retirement System of the City of  
Detroit  
Sealink Funding Limited  
Steven And Ruth Mitchell  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
Thrivent Financial for Lutherans  
Tiffany Smith  
US Bank  
Wells Fargo & Company  
Wells Fargo Bank N.A

**Rule 2004 Motion Parties**

AlixPartners  
Cerberus Capital Management, L.P.  
Cerberus FIM Investors LLC  
Cerberus FIM, LLC  
FIM Holdings LLC  
General Motors Company  
Gibbs & Bruns, LLP  
GMAC Bank  
GMAC Commercial Finance, LLC  
GMAC LLC  
GMAC Mortgage Group, LLC  
Houlihan Lokey  
IB Finance Holding Company, LLC  
Kelly Drye & Warren LLP  
Kramer Levin et al  
Moelis & Company  
Morrison & Foerster LLP  
Morrison Cohen LLP  
National Motors Bank FSB  
Ropes & Gray LLP  
White & Case

**EXHIBIT 2**

## RUBENSTEIN ASSOCIATES, INC.

Public Relations

1345 Avenue of the Americas  
New York, New York 10105-0109  
212-843-8000  
Fax 212-843-9200

June 21, 2012

Tammy Hamzehpour, Esq.  
Residential Capital, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034  
*Via Email: Tammy.Hamzehpour@gmacrescap.com*

Dear Tammy:

I am pleased to confirm our understanding whereby Residential Capital, LLC (“ResCap”) retains Rubenstein Associates, Inc. (“Rubenstein”), as public relations consultant beginning May 14, 2012.

Beginning with ResCap’s Chapter 11 filing on May 14, 2012, Rubenstein will bill you based on the hourly rates set forth in Exhibit A hereto, which were determined by reviewing industry standards, as well as hourly rates included in other comparable bankruptcy court filings.

ResCap also agrees to pay all out-of-pocket expenses. These may include, but are not limited to, postage, photocopying, long-distance telephone, messengers, photography, printing, and travel expenses. Any individual expense in excess of \$200 will be approved by ResCap in advance.

As part of our services, Rubenstein will provide you with strategic public relations advice, guidance and media relations services relative to financial issues affecting ResCap. Rubenstein will also provide litigation support as necessary.

By execution of this agreement, ResCap agrees to indemnify, defend and hold harmless Rubenstein against any and all claims, actions, damages, liabilities, costs and expenses, including reasonable attorneys’ fees and expenses, arising out of Rubenstein’s utilization of any authorized information.

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This agreement and the attachments hereto, if any, constitute the entire agreement between the parties with respect to the subject matter herein and there are no representations, understandings, or agreements relative hereto which are not fully expressed herein.

This agreement and performance thereunder is governed by the laws of the State of New York.

If this agreement outlines our understanding, please sign a copy and return it to Rubenstein.

I look forward to a mutually productive relationship.

Sincerely yours,

Howard J. Rubenstein

DATE: \_\_\_\_\_

ACCEPTED BY: Jerry Kelen  
General Counsel

**EXHIBIT A**

**RUBENSTEIN ASSOCIATES, INC.  
CORPORATE COMMUNICATIONS CONSULTANT - RESCAP PROJECT  
SUMMARY OF STANDARD HOURLY RATES**

The following are the standard hourly rates assigned for this project's core team:

Name of Professional Person	Position	Hourly Billing Rate
Marcia Horowitz	Senior Executive Vice President	\$ 525.00
William Anderson	Executive Vice President	\$ 475.00
Alex Stockham	Vice President	\$ 375.00
Tisha Kresler	Vice President	\$ 375.00
Michelle Sopher	Project Assistant	\$ 185.00

The following are the standard hourly rates assigned for other professional staff levels that may incur billable time on this project as needed:

Position	Hourly Billing Rate
Howard Rubenstein and Steven Rubenstein	\$ 750.00
Senior Vice President	\$ 425.00
Associate Vice President	\$ 325.00
Senior Account Executive	\$ 300.00
Account Executive	\$ 275.00
Associate Account Executive	\$ 250.00

**Note:**

Rubenstein Associates, Inc. is traditionally compensated utilizing a retainer based fee model and therefore does not normally bill clients by the hour. As required for submission to the Bankruptcy Court, the hourly rates assigned for this project were determined by reviewing industry standards, as well as hourly rates included in other comparable bankruptcy court filings.

**EXHIBIT 3**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

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**ORDER AUTHORIZING EMPLOYMENT AND RETENTION  
OF RUBENSTEIN ASSOCIATES, INC. AS CORPORATE COMMUNICATIONS  
CONSULTANT TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon the application, dated [\_\_\_\_], 2012 (the “Application”),<sup>5</sup> of the above-captioned debtors and debtors in possession (collectively, the ”Debtors”) for entry of an order (the ”Order”), pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), authorizing the Debtors to employ and retain Rubenstein Associates, Inc. (“Rubenstein”) as corporate communications consultant to the Debtors, *nunc pro tunc* to May 14, 2012, as more fully set forth in the Application; and upon consideration of the Affidavit of Howard Rubenstein in support of the Application (the “Rubenstein Affidavit”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431 dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein

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<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application. Creditors and parties-in-interest with questions or concerns regarding the relief granted herein may refer to <http://www.kccllc.net/rescap>.

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the terms and conditions of Rubenstein's employment, including but not limited to the Fee Structure as set forth in the Engagement Letter; and Rubenstein not holding or representing any interest adverse to the Debtors' estates; and Rubenstein being a "disinterested person," as that term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b), of the Bankruptcy Code; and this Court having found that the relief requested herein is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held on [\_\_\_\_], 2012 to consider the relief requested in the Application; and upon the record of the hearing, and of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Application is granted as set forth herein.
2. In accordance with Bankruptcy Code section 327(a), and Bankruptcy Rule 2014 and Local Rule 2014-1, the Debtors are authorized to employ and retain Rubenstein as their corporate communications consultant in accordance with the terms and conditions set forth in the Application and the Engagement Letter, effective *nunc pro tunc* to the Petition Date.
3. Rubenstein shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable orders of the Court, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District

of New York Bankruptcy Cases M-389 (Nov. 25, 2009), and the United States Trustee Guidelines currently in effect (the “Fee Guidelines”).

4. Rubenstein shall file fee applications for monthly, interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and any other applicable procedures and orders of the Court. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, orders of this Court, or any guidelines regarding submission and approval of fee applications, in light of services to be provided by Rubenstein and the structure of Rubenstein compensation pursuant to the Engagement Letter, Rubenstein and its professionals shall be excused from maintaining time records as set forth in the Fee Guidelines in connection with the services to be rendered pursuant to the Engagement Letter; provided, however, that Rubenstein shall instead present to the Court reasonably detailed descriptions of those services provided on behalf of the Debtors, which shall set forth a description of the services rendered by each professional and the amount of time in quarter hour increments spent on each date by each such individual rendering services on behalf of the Debtors.

5. Rubenstein shall file with the Court and serve upon the U.S. Trustee and the Creditors’ Committee appointed in these Chapter 11 cases a notice of any changes to its hourly billing rates for personnel performing services for the Debtors.

6. Pursuant to the terms of the Engagement Letter, and in accordance with the Fee Guidelines, Rubenstein is entitled to reimbursement by the Debtors for reasonable expenses incurred in connection with the performance of its engagement under the Engagement Letter, including, without limitation, the fees, disbursements and other charges of Rubenstein counsel

(which counsel shall not be required to be retained pursuant to section 327 of the Bankruptcy Code or otherwise).

7. The Engagement Letter, including, without limitation, the indemnification provisions, is incorporated herein by reference and approved in all respects except as otherwise set forth herein.

8. All requests by Rubenstein for the payment of indemnification, as set forth in the Engagement Letter, shall be made by means of an application to the Court and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Engagement Letter and is reasonable under the circumstances of the litigation or settlement in respect of which indemnity is sought; provided, however, that in no event shall an indemnified person be indemnified to the extent that any claim or expense has resulted from the own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, willful misconduct or fraud.

9. To the extent that there may be any inconsistency between the terms of the Application, the Rubenstein Affidavit, the Engagement Letter and this Order, the terms of this Order shall govern.

10. Rubenstein shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order in accordance with the Application.

12. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among

AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

13. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2012

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE